

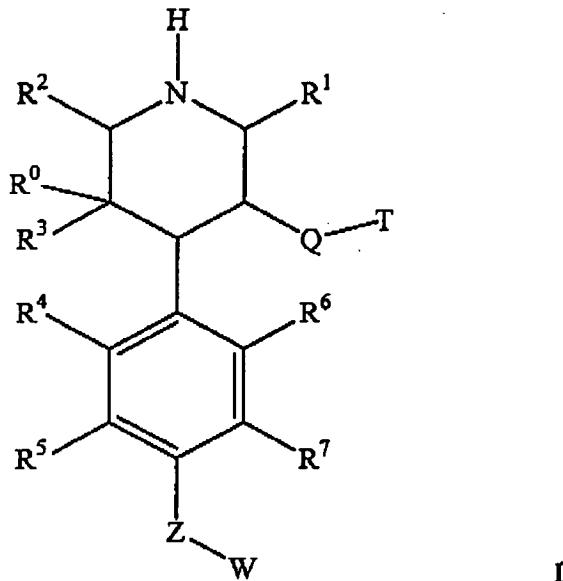
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AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

LISTING OF CLAIMS:

1. (currently amended): A compound of Formula I



or a pharmaceutically acceptable salt thereof, wherein

R¹ and R² are independently hydrogen or unsubstituted C₁-C₃ alkyl;

R³ is hydrogen, oxo, or thioxo;

R⁰ is hydrogen or unsubstituted C₁-C₃ alkyl provided that when R³ is oxo or thioxo R⁰ is absent;

R⁴, R⁵, R⁶, and R⁷ are independently hydrogen, halogen, carboxyl, substituted or unsubstituted C₁-C₃ alkoxy, or substituted or unsubstituted C₁-C₃ alkyl;

Q is -NR⁸-(CH₂)₀₋₆-, -NR⁹-C(O)-(CH₂)₀₋₆-, wherein 1 to 3 nonadjacent methylene units are replaced with O, NR¹⁰, S or a combination thereof;

T is substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, or substituted or unsubstituted C₁-C₁₂-alkyl;

W is absent, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

Z is -(CH₂)₀₋₆-cycloalkylene-(CH₂)₀₋₆- wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹², S or a combination thereof,

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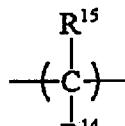
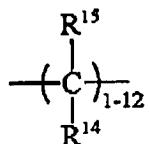
$-(CH_2)_{0-6}$ -heterocycloalkylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹², S or a combination thereof,

$-(CH_2)_{0-6}$ -arylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹², S or a combination thereof,

$-(CH_2)_{0-6}$ -heteroarylene- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹², S or a combination thereof,

$-(CH_2)_{0-6}$ -C(O)-NR¹¹- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹², S or a combination thereof,

$-(CH_2)_{0-6}$ - NR¹¹-C(O)- $(CH_2)_{0-6}$ - wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹², S or a combination thereof,



wherein 1 to 6 nonadjacent units are replaced with O, NR¹², S or a combination thereof, or

Z, when W is absent, is hydroxyl, substituted or unsubstituted C₁-C₁₂ alkyl wherein 1 to 6 nonadjacent methylene units are replaced with O, NR¹⁶, S or a combination thereof, or $-(CH_2)_{0-6}$ -C(O)-NR¹⁶- $(CH_2)_{0-5}$ -CH₃ wherein 0 to 6 nonadjacent methylene units are replaced with O, NR¹⁶, S or a combination thereof;

R⁸, R⁹ and R¹⁰ are independently hydrogen or substituted or unsubstituted C₁-C₃ alkyl;

R¹¹ and R¹² are independently substituted or unsubstituted C₁-C₃ alkyl; and

R¹⁴ and R¹⁵ are independently hydrogen, substituted or unsubstituted C₁-C₃ alkoxy,

substituted or unsubstituted C₁-C₃ alkyl, unsubstituted C₁-C₁₂ alkyl wherein 1 to 6 nonadjacent methylene units are replaced with O, or R¹⁴ and R¹⁵ together with the carbon to which they are attached form a 3- to 6-membered cycloalkylene or heterocycloalkylene ring; and

R¹⁶ is substituted or unsubstituted C₁-C₃ alkyl or hydrogen.

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2. (original): A compound of claim 1, wherein R¹ and R², are hydrogen and R³ is oxo.
3. (original): A compound of claim 1, wherein R⁴, R⁵, R⁶, and R⁷ are independently hydrogen, halogen, carboxyl, C₁-C₃ alkoxy, or C₁-C₃ alkyl.
4. (original): A compound of claim 3, wherein R⁴, R⁵, R⁶, and R⁷ are independently hydrogen, chlorine, fluorine, carboxyl, methoxy or methyl.
5. (original): A compound of claim 1, wherein R⁴, R⁶, and R⁷ are hydrogen and R⁵ is chlorine, fluorine, carboxyl, methoxy or methyl.
6. (original): A compound of claim 1, wherein Q is -NR⁸-(CH₂)₀₋₆-, or -NR⁹-C(O)-(CH₂)₀₋₆- wherein R⁸ and R⁹ are independently unsubstituted C₁-C₃ alkyl.
7. (original): A compound of claim 6, wherein Q is -NH-(CH₂)₀₋₆-, or -NH-C(O)-(CH₂)₀₋₆-.
8. (original): A compound of claim 7, wherein Q is -NH-CH₂-, -NH-CH₂-CH₂-, -NH-CH₂-CH₂-O-CH₂-, or -NH-CH₂-CH₂-O-.
9. (original): A compound of claim 1, wherein T is unsubstituted aryl.
10. (currently amended): A compound of claim 1, wherein T is unsubstituted phenyl, naphthyl, biphenyl, ~~1,2,3,4-tetrahydroquinolinyl~~, 1,2,3,4-tetrahydro-naphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxaliny, or 1,2,3,4-tetrahydroindolyl.
11. (currently amended): A compound of claim 10, wherein T is 2-naphthyl [[,]] or biphen-4-yl, ~~1,2,3,4-tetrahydroquinolin-6-yl~~, or ~~1,2,3,4-tetrahydroquinolin-7-yl~~.
12. (original): A compound of claim 1, wherein T is substituted aryl

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13. (currently amended): A compound of claim 12, wherein T is substituted phenyl, naphthyl, biphenyl, ~~1,2,3,4-tetrahydroquinolinyl, 2-oxo-1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydro-~~ naphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxalinalyl, 1,2,3,4-tetrahydroindolyl, 2,3-dihydroindolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, or 3,4-dihydro-2H-benzo[1,4]oxazinyl.

14. (original): A compound of claim 12, wherein T is phenyl substituted from 1 to 5 times with C₁-C₆ alkyl, halo, C₁-C₆ alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR¹⁶, S or a combination thereof, (C₁-C₆ alkyl)-C(O)-O-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-O-C(O)-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-C(O)-N(R¹⁶)-, (C₁-C₆ alkyl)-NR¹⁶-C(O)-(C₁-C₆ alkyl)₀₋₁₋, trifluoromethyl, (C₁-C₆ alkyl)-C(O)-NR¹⁶-(C₁-C₆ alkyl)₀₋₁₋, HO-C(O)-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-C(O)-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-S(O)₂-NR¹⁶-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-NR¹⁶-S(O)₂-(C₁-C₆ alkyl)₀₋₁₋, or HO-(C₁-C₆ alkyl), wherein each R¹⁶ is independently H or C₁-C₆ alkyl or a combination thereof.

15. (original): A compound of claim 14, wherein T is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

16. (original): A compound of claim 1, wherein T is biphenyl substituted from 1 to 9 times with C₁-C₆ alkyl, halo, C₁-C₆ alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR¹⁶, S or a combination thereof, (C₁-C₆ alkyl)-C(O)-O-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-O-C(O)-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-C(O)-N(R¹⁶)-, (C₁-C₆ alkyl)-NR¹⁶-C(O)-(C₁-C₆ alkyl)₀₋₁₋, trifluoromethyl, (C₁-C₆ alkyl)-C(O)-NR¹⁶-(C₁-C₆ alkyl)₀₋₁₋, HO-C(O)-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-C(O)-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-S(O)₂-NR¹⁶-(C₁-C₆ alkyl)₀₋₁₋, (C₁-C₆ alkyl)-NR¹⁶-

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$S(O)_2-(C_1-C_6 \text{ alkyl})_{0-1-}$, or $HO-(C_1-C_6 \text{ alkyl})$, wherein each R^{16} is independently H or C_1-C_6 alkyl or a combination thereof.

17. (currently amended): A compound of claim 1, wherein T is naphthyl [[,]] or 1,2,3,4-tetrahydroquinolinyl, 2-exo 1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydronaphthyl, 1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinazinyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, 2,3-dihydroindolyl, or 1,2,3,4-tetrahydroindolyl substituted from 1 to 7 times with, C_1-C_6 alkyl, halo, hydroxy, oxo, C_1-C_6 alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR^{16} , S or a combination thereof, $(C_1-C_6 \text{ alkyl})-C(O)-O-(C_1-C_6 \text{ alkyl})_{0-1-}$, $(C_1-C_6 \text{ alkyl})-O-C(O)-(C_1-C_6 \text{ alkyl})_{0-1-}$, $(C_1-C_6 \text{ alkyl})-C(O)-N(R^{16})-$, $(C_1-C_6 \text{ alkyl})-NR^{16}-C(O)-(C_1-C_6 \text{ alkyl})_{0-1-}$, trifluoromethyl, $(C_1-C_6 \text{ alkyl})-C(O)-NR^{16}-(C_1-C_6 \text{ alkyl})_{0-1-}$, $HO-C(O)-(C_1-C_6 \text{ alkyl})_{0-1-}$, $(C_1-C_6 \text{ alkyl})-C(O)-(C_1-C_6 \text{ alkyl})_{0-1-}$, $(C_1-C_6 \text{ alkyl})-S(O)_2-NR^{16}-(C_1-C_6 \text{ alkyl})_{0-1-}$, $(C_1-C_6 \text{ alkyl})-NR^{16}-S(O)_2-(C_1-C_6 \text{ alkyl})_{0-1-}$, or $HO-(C_1-C_6 \text{ alkyl})$, wherein each R^{16} is independently H or C_1-C_6 alkyl or a combination thereof.

18. (currently amended): A compound of claim 17, wherein T is 6-methoxy-2-naphthyl, 7-methoxy-2-naphthyl, 6-methyl-2-naphthyl, 6-hydroxy-2-naphthyl, 7-methyl-2-naphthyl, 6-trifluoromethyl-2-naphthyl, 7-trifluoromethyl-2-naphthyl, 6-fluoro-2-naphthyl, 7-fluoro-2-naphthyl, 6-chloro-2-naphthyl, 7-chloro-2-naphthyl, 6-(2-acetoxy-ethyl)-2-naphthyl [[,]] or 7-(2-acetoxy-ethyl)-2-naphthyl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, or 1-(2-acetoxy-ethyl)-3,4-dihydro-2H-quinolin-7-yl.

19. (currently amended): A compound of claim 1, wherein T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(2-ethoxy-2-exoethyl)-5-indolyl, 1-(2-acetylaminooethyl)-5-indolyl, 1-(3-methoxypropyl)-5-indolyl, 1-acetamidyl-5-indolyl, 1-(2-acetoxyethyl)-5-indolyl, 1-(3-methoxy-3-exopropyl)-5-indolyl, 1-(2-methoxy-2-exoethyl)-5-indolyl, 1-(2-ethoxy-2-exoethyl)-6-indolyl, 1-(2-acetylaminooethyl)-6-indolyl, 1-(3-methoxypropyl)-6-indolyl, 1-acetamidyl-6-indolyl, 1-(2-acetoxyethyl)-6-indolyl, 1-(3-methoxy-3-exopropyl)-6-indolyl, 1-(2-methoxy-2-exoethyl)-6-indolyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-

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benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetylaminoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl [[,] or 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-hydroxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetylaminoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-7-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-6-yl, 1-(2-acetylaminoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminoethyl)-3-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-6-yl or 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-7-yl.

20-26. (canceled)

27. (currently amended): A compound of claim 1, wherein T is N-substituted-1,2,3,4-tetrahydroquinolin-7-yl, N-substituted-1,2,3,4-tetrahydroquinolin-6-yl, N-substituted-2-oxo-

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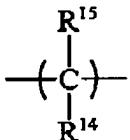
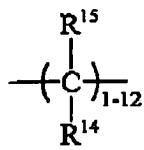
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~~1,2,3,4 tetrahydroquinolin-7-yl, N-substituted 2-oxo-1,2,3,4 tetrahydroquinolin-6-yl, N-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, N-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-7-yl, N-substituted 2-oxo-4a,8a-dihydro-2H-chromen-7-yl, N-substituted 2,3-dihydroindol-6-yl, N-substituted 2-oxo-2,3-dihydroindol-6-yl, N-substituted 2,3-dihydroindol-5-yl~~ [[,]] or ~~N-substituted 2-oxo-2,3-dihydroindol-5-yl, N-substituted 6-indolyl or N-substituted 5-indolyl~~.

28. (original): A compound of claim 27, wherein the N-substituent is C₁-C₆ alkyl, C₁-C₆ alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR¹⁶, S or a combination thereof, (C₁-C₆ alkyl)-C(O)-O-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-O-C(O)-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-C(O)-N(R¹⁶)-, (C₁-C₆ alkyl)-NR¹⁶-C(O)-(C₁-C₆ alkyl)₀₋₁, trifluoromethyl, (C₁-C₆ alkyl)-C(O)-NR¹⁶-(C₁-C₆ alkyl)₀₋₁, HO-C(O)-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-C(O)-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-S(O)₂-NR¹⁶-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-NR¹⁶-S(O)₂-(C₁-C₆ alkyl)₀₋₁, or HO-(C₁-C₆ alkyl), wherein each R¹⁶ is independently H or C₁-C₆ alkyl.

29. (original): A compound of claim 1, wherein Z is



wherein 1 to 6 nonadjacent units are replaced with O.

30. (original): A compound of claim 1, wherein R¹⁴ and R¹⁵ are hydrogen.

31. (original): A compound of claim 1, wherein Z is

-(CH₂)₀₋₆-C(O)-NR¹¹-(CH₂)₀₋₆- wherein 0 to 6 nonadjacent methylene units are replaced with O,

NR¹², S or a combination thereof; or

-(CH₂)₀₋₆-NR¹¹-(C(O)-CH₂)₀₋₆- wherein 0 to 6 nonadjacent methylene units are replaced with O,

NR¹², S or a combination thereof; and

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R¹¹ and R¹² are as defined in claim 1.

32. (original): A compound of claim 29, wherein Z is -O-(CH₂)₂₋₃-O-(CH₂)₁₋₂-, -O-(CH₂)₃₋₄-O-, O-(CH₂)₁₋₂-, -(CH₂)-O-(CH₂)₂₋₃-O-(CH₂)₀₋₁-, -C(O)-NR¹¹-(CH₂)₂-, -C(O)-NR¹¹-(CH₂)₂-O-, or -O-(CH₂)₃-S-(CH₂)₁-; and R¹¹ is as defined in claim 1.

33. (canceled)

34. (original): A compound of claim 1, wherein Z is -O-(CH₂)₃-O-(CH₂)-.

35. (original): A compound of claim 1, wherein W is unsubstituted or substituted phenyl.

36. (original): A compound of claim 1, wherein W is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

37. (original): A compound of claim 1, wherein W is 2-methoxyphenyl.

38-40. (canceled)

41. (original): A compound of claim 1, wherein Z is -O-(CH₂)₃-O-CH₂-, and W is 2-methoxyphenyl.

42. (currently amended): A compound of claim 1, wherein Q is -NH-CH₂- or -NR⁸-CH₂-; T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, ~~unsubstituted 1,2,3,4-~~

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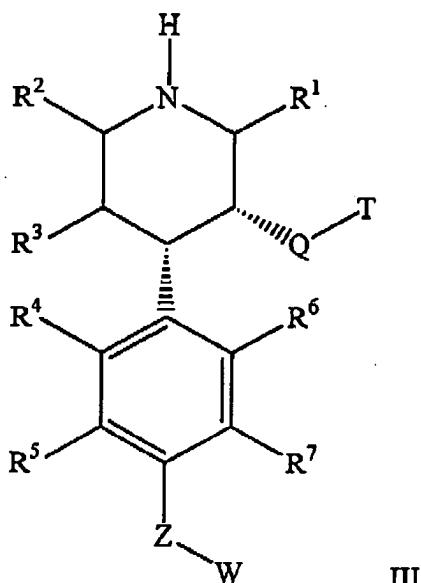
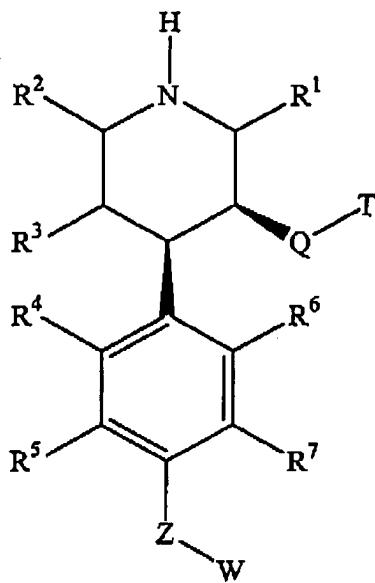
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~~acetoxymethyl) 2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetoxymethyl) 3,4-dihydro-2H-quinolin-6-yl and 1-(2-acetoxymethyl) 3,4-dihydro-2H-quinolin-7-yl; and R⁸ is C₁-C₃ alkyl.~~

43. (original): A compound of claim 1 having the formula II or III



or a pharmaceutically acceptable salt thereof, wherein

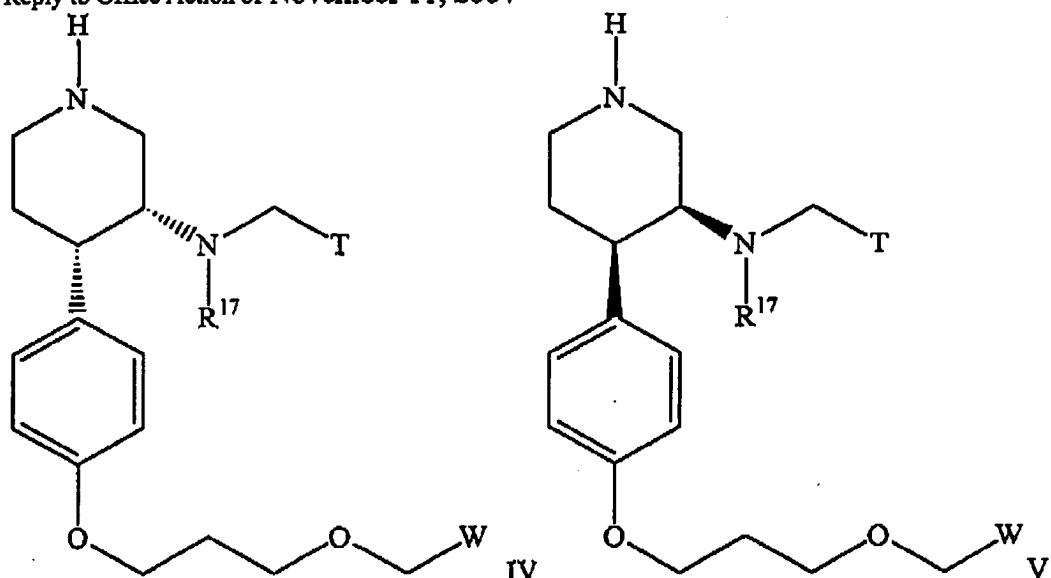
R¹, R², R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹², R¹⁴, R¹⁵, R¹⁶, Q, T, Z, and W are as defined above in claim 1.

44. (currently amended): A compound of Formula IV or V

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or a pharmaceutically acceptable salt thereof, wherein

T is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl;

W is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl; and

R^{17} is hydrogen or C_1-C_3 alkyl.

45. (original): A compound of claim 44, wherein T is substituted aryl.

46. (currently amended): A compound of claim 45, wherein T is substituted phenyl, naphthyl, biphenyl, ~~1,2,3,4-tetrahydroquinolinyl, 2-oxo-1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydro-~~ naphthyl, ~~1,2,3,4-tetrahydroisoquinolinyl, 1,2,3,4-tetrahydroquinoxalinyl, 1,2,3,4-~~ tetrahydroindolyl, 2,3-dihydroindolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, or 3,4-dihydro-2H-benzo[1,4]oxazinyl.

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alkyl)-NR¹⁶-C(O)-(C₁-C₆ alkyl)₀₋₁-, trifluoromethyl, (C₁-C₆ alkyl)-C(O)-NR¹⁶-(C₁-C₆ alkyl)₀₋₁-, HO-C(O)-(C₁-C₆ alkyl)₀₋₁-, (C₁-C₆ alkyl)-C(O)-(C₁-C₆ alkyl)₀₋₁-, (C₁-C₆ alkyl)-S(O)₂-NR¹⁶-(C₁-C₆ alkyl)₀₋₁-, (C₁-C₆ alkyl)-NR¹⁶-S(O)₂-(C₁-C₆ alkyl)₀₋₁-, or HO-(C₁-C₆ alkyl), wherein each R¹⁶ is independently H or C₁-C₆ alkyl or a combination thereof.

48. (currently amended): A compound of claim 44, wherein T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, ~~unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-5-indolyl, 1-(2-acetylaminooethyl)-5-indolyl, 1-(3-methoxypropyl)-5-indolyl, 1-acetamidyl-5-indolyl, 1-(2-acetoxyethyl)-5-indolyl, 1-(3-methoxy-3-oxopropyl)-5-indolyl, 1-(2-methoxy-2-oxoethyl)-5-indolyl, 1-(2-ethoxy-2-oxoethyl)-6-indolyl, 1-(2-acetylaminooethyl)-6-indolyl, 1-(3-methoxypropyl)-6-indolyl, 1-acetamidyl-6-indolyl, 1-(2-acetoxyethyl)-6-indolyl, 1-(3-methoxy-3-oxopropyl)-6-indolyl, 1-(2-methoxy-2-oxoethyl)-6-indolyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl [.,.] or 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 1-(3-hydroxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-hydroxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(4-thiazolylmethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-acetamidyl-3,4-dihydro-2H-quinolin-6-yl, 1-acetamidyl-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetylaminooethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxypropyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminooethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-3,4-dihydro-2H-quinolin-6-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-7-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-7-yl, 2-oxo-1,2,3,4-tetrahydro-2H-quinolin-6-yl, 1-(2-acetylaminooethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(3-~~

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~~methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetylaminooethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxy-3-oxopropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(3-methoxypropyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-methoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-ethoxy-2-oxoethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-6-yl, 1-(2-acetoxyethyl)-2-oxo-3,4-dihydro-2H-quinolin-7-yl, 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-6-yl or 1-(2-acetoxyethyl)-3,4-dihydro-2H-quinolin-7-yl.~~

49-50. (canceled)

51. (currently amended): A compound of claim 44, wherein T is ~~N~~-substituted 1,2,3,4-tetrahydroquinolin-7-yl, ~~N~~-substituted 1,2,3,4-tetrahydroquinolin-6-yl, ~~N~~-substituted 2-oxo-1,2,3,4-tetrahydroquinolin-7-yl, ~~N~~-substituted 2-oxo-1,2,3,4-tetrahydroquinolin-6-yl, ~~N~~-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, ~~N~~-substituted 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-7-yl, ~~N~~-substituted 2-oxo-4a,8a-dihydro-2H-chromen-7-yl, ~~N~~-substituted 2,3-dihydroindol-6-yl, ~~N~~-substituted 2-oxo-2,3-dihydroindol-6-yl, ~~N~~-substituted 2,3-dihydroindol-5-yl [[,]] or ~~N~~-substituted 2-oxo-2,3-dihydroindol-5-yl, ~~N~~-substituted 6-indolyl or ~~N~~-substituted 5-indolyl.

52. (Original): A compound of claim 51, wherein the ~~N~~-substituent is C₁-C₆ alkyl, C₁-C₆ alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR¹⁶, S or a combination thereof, (C₁-C₆ alkyl)-C(O)-O-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-O-C(O)-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-C(O)-N(R¹⁶)-, (C₁-C₆ alkyl)-NR¹⁶-C(O)-(C₁-C₆ alkyl)₀₋₁, trifluoromethyl, (C₁-C₆ alkyl)-C(O)-NR¹⁶-(C₁-C₆ alkyl)₀₋₁, HO-C(O)-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-C(O)-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-S(O)₂-NR¹⁶-(C₁-C₆ alkyl)₀₋₁, (C₁-C₆ alkyl)-NR¹⁶-S(O)₂-(C₁-C₆ alkyl)₀₋₁, or HO-(C₁-C₆ alkyl), wherein each R¹⁶ is independently H or C₁-C₆ alkyl.

53. (original): A compound of claim 44, wherein W is unsubstituted or substituted phenyl.

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54. (original): A compound of claim 53, wherein W is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

55. (original): A compound of claim 44, wherein W is 2-methoxyphenyl.

56. (currently amended): A compound of claim 44, wherein T is unsubstituted naphthyl [[,]] or unsubstituted 4-trifluoromethylphenyl, unsubstituted 1,2,3,4-tetrahydroquinolin-7-yl, 1-(2-hydroxypropyl) 3,4-dihydro-2H-quinolin-7-yl, or 1-(2-acetoxy-ethyl) 3,4-dihydro-2H-quinolin-7-yl and W is 2-methoxyphenyl.

57. (currently amended): The compound

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-naphthalen-2-ylmethyl-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(6-methoxy-naphthalen-2-ylmethyl)-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-quinolin-7-ylmethyl-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(1,2,3,4-tetrahydro-quinolin-7-ylmethyl)-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-methyl-naphthalen-2-ylmethyl-amine,

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalen-2-ol,

benzofuran-5-ylmethyl-(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amine,

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~~(1H-indol-5-ylmethyl)-(4-(4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl)-piperidin-3-yl)-amine;~~

6-[(4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-naphthalene-1-carboxylic acid methyl ester [[;]] .

6-[(4-[4-(2-methoxy-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-naphthalene-1-carboxylic acid[[;]] .

naphthalene-1-carboxylic acid (4-(4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl)-piperidin-3-yl)-amide[[;]] .

6-[(4-(4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid methyl ester[[;]] .

~~(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-yl)-quinolin-7-ylmethyl-amine;~~

6-[(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid methyl ester[[;]] .

6-[(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid[[;]] .

~~6-[(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-pyridine-2-carboxylic acid methyl ester;~~

naphthalene-2-sulfonic acid (4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-yl)-amide[[;]] .

(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-yl)-(4-fluoro-3-trifluoromethyl-benzyl)-amine[[;]] .

{3-[(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-phenoxy}-acetic acid methyl ester[[;]] .

1-(2-{3-[(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-phenoxy}-ethyl)-pyrrolidine-2,5-dione[[;]] or

1-(2-{3-[(4-(4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl)-piperidin-3-ylamino)-methyl]-phenoxy}-ethyl)-pyrrolidine-2-one[[;]]

~~3-[(1-dimethylcarbamoylmethyl-1,2,3,4-tetrahydro-quinoline-7-carbonyl)-amino]-4-[4-(3-(2-methoxy-benzyloxy)-propoxy)-phenyl]-piperidine-1-carboxylic acid tert-butyl ester; or~~

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~~[1-(2-dimethylaminoethyl)-1,2,3,4-tetrahydro-quinolin-7-ylmethyl]-4-(4-[3-(2-methoxybenzoyloxy)propoxy]phenyl)piperidin-3-yl] amine.~~

58. (currently amended): A pharmaceutical composition comprising a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67, admixed with a pharmaceutically acceptable carrier, diluent, or excipient.

59. (withdrawn): A method of inhibiting renin in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

60. (withdrawn): A method of treating or preventing hypertension in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

61. (withdrawn): A method of treating or preventing congestive heart failure in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

62. (withdrawn): A method of treating or preventing stroke in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

63. (withdrawn): A method of treating or preventing myocardial infarction in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

64. (withdrawn): A method of treating or preventing glaucoma in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims ~~1-57~~ 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

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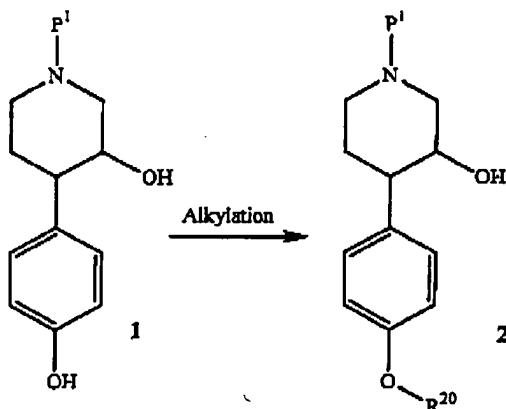
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65. (withdrawn): A method of providing end organ protection in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

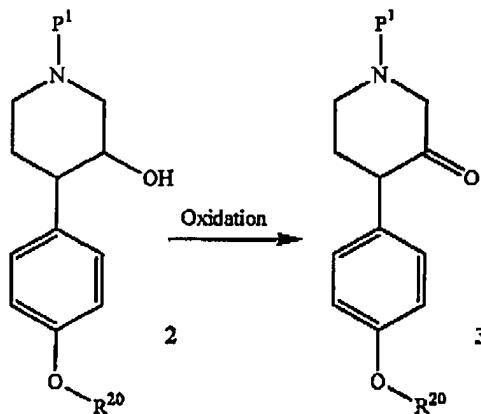
66. (withdrawn): A method of treating or preventing hyperaldosteronism in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1-57 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

67. (original): A process for preparing a compound of claim I comprising the steps of:

a) alkylation of piperidine 1 to afford the intermediate 2 wherein R^{20} , along with the oxygen to which it is attached, is equivalent to $-Z-W$ as defined in claim 1;



b) oxidation of 2 to afford the piperidinone intermediate 3;

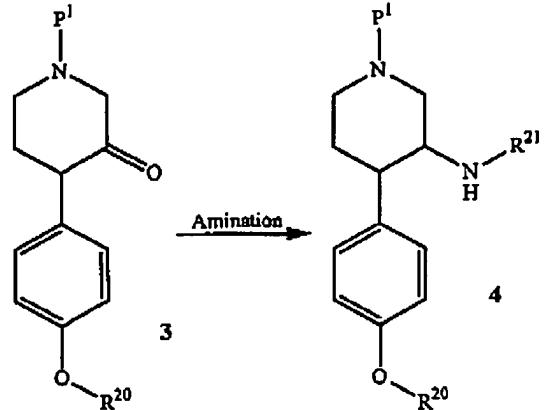


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c) contacting 3 with a suitable amine to afford the intermediate 4, wherein R²¹, along with the nitrogen to which it is attached is equivalent to -Q-T as defined in claim 1;



d) deprotection of 4 to afford 5

